

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that *Articles of Incorporation of*

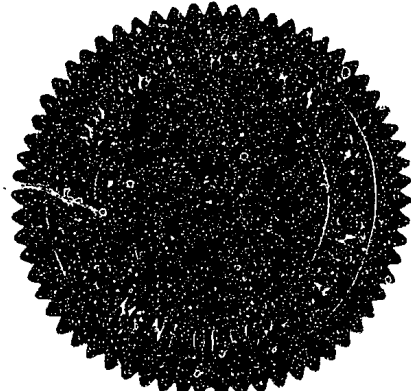
JAMES D. WALKER, M.D., P.S.C.

whose initial agent for process is JAMES D. WALKER, M.D.

13709 RUTLAND ROAD

and whose address is PROSPECT, KENTUCKY

*duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.*



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 24TH day of MAY, 19 83.

*Frances Jones Mills*  
SECRETARY OF STATE

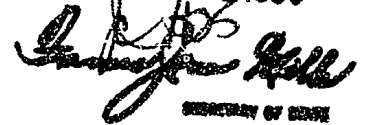
ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

JAMES D. WALKER, M.D., P.S.C.

MAY 24 1983

  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS that I, JAMES D. WALKER, M.D., do hereby form a Professional Service Corporation under Chapters 271 and 274 of the Kentucky Revised Statutes and do hereby adopt and publish the following Articles of Incorporation. 299239

I

The name of the Professional Service Corporation shall be "JAMES D. WALKER, M.D., P.S.C.", by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal and conduct its business.

II

The purposes for which the Professional Service Corporation shall be organized and the nature of the business to be transacted, promoted and carried on by this Professional Service Corporation shall be:

- (a) To conduct the practice of medicine only through persons qualified to practice medicine in the Commonwealth of Kentucky; and the doing of all things necessary and incident thereto and not inconsistent therewith and which may not be contrary to law or the standards of professional conduct promulgated by the Kentucky Medical Association.
- (b) To buy, sell, own, lease, exchange, maintain, equip, mortgage or otherwise deal in or with real or personal property situated within or without the Commonwealth of Kentucky; and to do all things necessary and incident thereto and not inconsistent therewith and which may not be contrary to law nor inconsistent with the standards of professional conduct promulgated by the Kentucky Medical Association.
- (c) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country,

state, body politic or government or colony or dependency thereof.

(d) To borrow or raise monies for any of the purposes of the Professional Service Corporation, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Professional Service Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Professional Service corporation for its corporate purposes.

(e) To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, stock of this Professional Service Corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to assume all powers necessary or convenient in or about the conduct and management of said business.

(f) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of the Commonwealth of Kentucky upon Professional Service Corporations formed thereunder, and to do any and all of the things hereinabove set forth to the same extent as natural persons might or could do, as is not inconsistent with the standards of professional conduct promulgated by the Kentucky Medical Association.

The purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any other article of these Articles of Incorporation, but the purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

III

The duration of the Professional Service Corporation shall be perpetual.

IV

Except for the Secretary of the Corporation, no person may be an officer or shareholder of this Professional Service Corporation unless he is and remains duly licensed and free from legal disability to practice the profession of medicine in the Commonwealth of Kentucky, and not less than one half ( $\frac{1}{2}$ ) of the directors shall be so qualified, all in accordance with KRS 274.027.

V

The incorporator, director, officer and shareholder of this Professional Service Corporation shall be duly licensed to practice the profession of medicine in the Commonwealth of Kentucky.

VI

The address of the registered office in the Commonwealth of Kentucky of this Professional Service Corporation shall be 13709 Rutland Road, Prospect, ~~Louisville~~ Kentucky 40059, and the name and address of the resident agent shall be James D. Walker, M.D., 13709 Rutland Road, Prospect, ~~Louisville~~ Kentucky 40059.

VII

The total authorized number of no par value shares shall be One Thousand (1,000), and the holder of each of the said shares shall be entitled to one (1) vote in all matters wherein shareholders are permitted to vote.

VIII

There shall be but one class of shares, namely, One Thousand (1,000) shares of common stock of no par value.

IX

The amount of capital with which the Professional Service Corporation will begin business shall be One Thousand and No/100ths Dollars (\$1,000.00).

X

The name and address of the incorporator and the number of shares subscribed by him are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Class of Shares</u>
James D. Walker, M.D.	13709 Rutland Road <del>XXXXXXXXXXXXXXXXXX</del> Prospect, KY 40059	100	common

XI

The affairs of the Professional Service Corporation shall be managed and conducted by a Board of Directors. The Stockholders at each annual meeting, by a majority vote of those present in person or by proxy, shall determine the number of directors. The number of directors so determined shall be elected at such meeting to serve for the ensuing year and until their successors shall have been elected and have accepted office. It shall not be necessary for a director to be a stockholder of the Professional Service Corporation. The number shall be determined and the directors shall be elected at the first annual meeting of the incorporator and shall hold office until the first meeting of the stockholders or until their successors are elected.

The initial Board of Directors of this Professional Service Corporation shall be one and his name and address is as follows:

JAMES D. WALKER, M.D. 13709 Rutland Road, Prospect, KY 40059

The directors shall elect a president, secretary and treasurer, and may elect, or the Board of Directors may appoint, such other officers or assistant officers as may be provided for in the By-Laws of the Professional Service Corporation or by appropriate resolution of the Board of Directors. No officer need be a director or stockholder of the Professional Service Corporation, and all officers may be combined in one (1) person. All elected officers shall serve for a term of one (1) year and until their respective successors are elected and have accepted office, unless sooner removed in the manner provided in the By-Laws. All appointed officers shall hold office at the pleasure of the person or persons appointing them. The duties of the officers and of any assistant officers shall be (a) those prescribed by the By-Laws; (b) those usually incident to such offices, where the By-Laws fail to provide otherwise; and (c) those which may be assigned to them from time to time by the Board of Directors.

The annual meeting of the stockholders and directors shall be held at such times and places as shall be fixed by the By-Laws.

Any contract, transaction or act of the Professional Service Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders then entitled to vote at any annual meeting or at any special meeting called for such purpose shall, insofar as permitted by law and by these Articles of Incorporation, be as valid

and binding as those ratified by every stockholder of the Professional Service Corporation.

The Board of Directors of the Professional Service Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Professional Service Corporation a portion of its assets in cash or property.

The Board of Directors of the Professional Service Corporation, to the extent not prohibited by law, shall have the power to cause the Professional Service Corporation to repurchase shares of its own common capital stock to the full extent of its unreserved and unrestricted capital surplus, or any other surplus, available therefor.

#### XII

The Professional Service Corporation shall indemnify its officers and directors, and advance expenses in connection with such indemnification, as provided in Section 271A.025 of the Kentucky Revised Statutes. Such indemnification shall not be deemed exclusive of any additional indemnification which the Board of Directors or the shareholders may deem advisable or of any rights to which those indemnified may be otherwise entitled. The directors of the Professional Service Corporation may determine from time to time whether and to what extent to maintain insurance providing indemnification for officers or directors and such insurance need not be limited to the power of indemnification of this Professional Service Corporation or the provisions of Section 271A.025.

#### XIII

The authority to make, alter, amend or repeal By-Laws is expressly vested in the Board of Directors, subject

to the power of the shareholders to change or repeal such ByLaws.

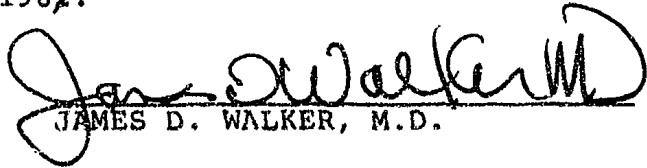
XIV

The Professional Service Corporation shall begin the transaction of business upon the election of the first Board of Directors by the shareholders, the designated amount of capital having been paid in, and the Certificate of Incorporation theretofore issued and filed.

XV

The private property of the stockholder shall not be subject to the debts and/or liabilities or obligations of the Professional Service Corporation.

IN WITNESS WHEREOF, I have hereunto set my name this 13<sup>th</sup> day of ~~November~~ <sup>May</sup>, 1987<sup>3</sup>.

  
JAMES D. WALKER, M.D.


STATE OF KENTUCKY     )  
  ) SS  
COUNTY OF JEFFERSON )

I, a Notary Public, do hereby certify that on this 13<sup>th</sup> day of ~~November~~ <sup>May</sup>, 1987<sup>3</sup> personally appeared before me James D. Walker, M.D. who, being by me first duly sworn, declared that he is the Incorporator of James D. Walker, M.D., P.S.C., that he signed the foregoing document as Incorporator of the Corporation, and that the statements therein contained are true.

  
NOTARY PUBLIC, State at Large

My commission expires: Feb 8 1987

THIS INSTRUMENT PREPARED BY:

  
PLE & STINSON, ATTORNEYS  
100 LEGAL ARTS BUILDING  
200 SOUTH SEVENTH STREET  
LOUISVILLE, KENTUCKY 40202  
(502) 585-3979



MICHAEL L. MAPLE  
CHARLES W. STINSON  
J. WARREN BRUENDERMAN

TELEPHONE  
585-3978  
AREA CODE 502

**MAPLE and STINSON**

ATTORNEYS AT LAW  
100 LEGAL ARTS BUILDING  
200 SOUTH SEVENTH STREET  
LOUISVILLE, KENTUCKY 40202

May 17, 1983

Secretary of State  
Commonwealth of Kentucky  
New Capital Bldg  
Frankfort, KY 40601

RE: Articles of Incorporation  
James D. Walker, M.D., P.S.C.

Dear Ms. Mills:

Enclosed herewith please find the Articles of Incorporation on the above corporation, in triplicate. Please also find our check in the amount of \$25.00.

Please record the Articles and issue your Certificate of Incorporation. Please return the two duplicate originals to the undersigned at the above address.

Thank you for your cooperation in this matter.

Yours very truly,



Betsy Speed  
Legal Assistant